

COTT CORP /CN/  
Form 8-K  
November 04, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 3, 2009

**Cott Corporation**

(Exact name of registrant as specified in its charter)

**Canada**  
(State or other jurisdiction  
of incorporation)

**001-31410**  
(Commission  
File Number)

**98-0154711**  
(IRS Employer  
Identification No.)

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6525 Viscount Road Mississauga,

L4V1H6

Ontario, Canada

5519 West Idlewild Avenue

Tampa, Florida, United States

33634

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (905) 672-1900

(813) 313-1800

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On November 3, 2009, Cott Corporation (the Company), its wholly owned subsidiary Cott Beverages Inc. (Cott Beverages), and certain subsidiaries of the Company, as guarantors (the Guarantors), entered into a purchase agreement (the Purchase Agreement) with certain initial purchasers named in Schedule I therein (the Initial Purchasers) for a private placement offering of \$215 million in aggregate principal amount of Cott Beverages 8.375% senior notes due 2017 (the New Notes). Pursuant to the Purchase Agreement, the Initial Purchasers agreed to purchase the New Notes. Among other things, the Company, Cott Beverages and the Guarantors (i) agreed, for a period of 60 days, not to, without the prior written consent of the Initial Purchasers, directly or indirectly, issue, sell, offer to sell, grant any option for the sale of, or otherwise dispose of, any securities similar to the notes, or any securities convertible into or exchangeable for the notes or any such similar securities, except for the notes sold to the initial purchasers pursuant to the purchase agreement; and (ii) agreed to indemnify the Initial Purchasers with respect to certain aspects of the offering of the New Notes.

The New Notes were offered and are anticipated to be sold by Cott Beverages to the Initial Purchasers at a price set forth in the Purchase Agreement in reliance on an exemption pursuant to Section 4(2) of the Securities Act of 1933, as amended (the Securities Act). Delivery to the Initial Purchasers of, and payment for, the New Notes is anticipated to be made on or about November 13, 2009. The New Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The obligations of the Initial Purchasers to purchase the New Notes are subject to customary terms and conditions, including accuracy of representations and warranties of the Company and Cott Beverages and receipt of legal opinions and certificates, in each case as set forth in the Purchase Agreement.

**Item 8.01 Other Events**

On November 3, 2009, the Company announced via press release that its wholly owned subsidiary, Cott Beverages, priced an offering of \$215 million in aggregate principal amount of the New Notes. The New Notes will mature on November 15, 2017 and interest on the New Notes will accrue and be payable semi-annually commencing May 15, 2010 at the rate of 8.375% per annum. The New Notes will yield net proceeds to Cott Beverages of approximately \$206.6 million. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

The following exhibits are filed herewith:

**Exhibit**

| No.  | Description   |
|------|---|
| 1.01 | Purchase Agreement, dated November 3, 2009, among the Company, Cott Beverages, certain of the Company's subsidiaries, as guarantors, and Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc. |
| 99.1 | Press release, dated November 3, 2009, issued by the Company regarding the pricing of the New Notes.  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cott Corporation  
(Registrant)

November 4, 2009

By:

/s/ MATTHEW KANE  
**Matthew Kane**  
**Vice President, Secretary and General Counsel**

**EXHIBIT INDEX**

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